

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

HIGHFIELDS CAPITAL, LTD.,	)	
HIGHFIELDS CAPITAL I LP,	)	
HIGHFIELDS CAPITAL II LP	)	
Plaintiffs,	)	C. A. No. 04-10624-MLW
	)	
v.	)	
	)	
SCOR, S.A.	)	
Defendants	)	

ORDER

WOLF, D.J. September 19, 2005

The court has reviewed the parties' filings related to Defendant SCOR, S.A.'s Motion to Dismiss or Stay. One issue presented is whether the forum selection clause in the parties' Shareholder Agreement supercedes or modifies the forum selection clause in the Subscription Agreement.

Both agreements state that they "shall be governed by, and construed in accordance with, the laws of Ireland." However, neither party has briefed how the laws of Ireland would apply to construing or interpreting these contracts.

Accordingly, it is hereby ORDERED that by September 23, 2005, at 12:00 noon, the parties shall confer and submit supplemental memoranda addressing:

1. How Irish law of contract interpretation and construction applies to this case. Among other things, the parties shall address whether Irish law on this issue differs from Massachusetts law and, if so, how.

2. How Irish law differs from Massachusetts law in any other way that may be material to the merits underlying the dispute and how any such difference should impact the court's choice of forum if both Massachusetts and Ireland are legally available.

/s/ MARK L. WOLF  
UNITED STATES DISTRICT JUDGE